

BERKSHIRE HILLS BANCORP INC  
Form SC 13G/A  
February 11, 2011

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**Berkshire Hills Bancorp, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**084680107**

(CUSIP Number)

**December 31, 2010**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

X Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

PAGE 1 OF 8 PAGES

---

**CUSIP No. 084680107**

**1 NAME OF REPORTING PERSON**

Manulife Financial Corporation

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)

(b)

N/A

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**5** SOLE VOTING POWER

Number of -0-

**6** SHARED VOTING POWER

Shares

Beneficially

Owned by -0-

**7** SOLE DISPOSITIVE POWER

Each

Reporting -0-

**8** SHARED DISPOSITIVE POWER

Person

With

-0-

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

None, except through its indirect, wholly-owned subsidiaries, Manulife Asset Management (North America) Limited and Manulife Asset Management (US) LLC

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9 above.

**12** TYPE OF REPORTING PERSON\*

HC

**\*SEE INSTRUCTIONS**

**CUSIP No. 084680107**

**1 NAME OF REPORTING PERSON**

Manulife Asset Management (North America) Limited

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)

(b)

N/A

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**5 SOLE VOTING POWER**

11,308

**6 SHARED VOTING POWER**

Number of

Shares

-0-

Beneficially

**7 SOLE DISPOSITIVE POWER**

Owned by

Each

11,308

Reporting

**8 SHARED DISPOSITIVE POWER**

Person

With

-0-

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

11,308

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.08%

**12** TYPE OF REPORTING PERSON\*

IA

**\*SEE INSTRUCTIONS**

PAGE 3 OF 8 PAGES

---

**CUSIP No. 084680107**

**1 NAME OF REPORTING PERSON**

Manulife Asset Management (US) LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)

(b)

N/A

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**5 SOLE VOTING POWER**

744,937

**6 SHARED VOTING POWER**

Number of

Shares

-0-

Beneficially

**7 SOLE DISPOSITIVE POWER**

Owned by

Each

744,937

Reporting

**8 SHARED DISPOSITIVE POWER**

Person

With

-0-

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

744,937

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.30%

**12** TYPE OF REPORTING PERSON\*

IA

**\*SEE INSTRUCTIONS**

PAGE 4 OF 8 PAGES

---



Item 1(a)

Name of Issuer:

Berkshire Hills Bancorp, Inc.

Item 1(b)

Address of Issuer's Principal Executive Offices:

24 North Street

Pittsfield, Massachusetts 01201

Item 2(a)

Name of Person Filing:

This filing is made on behalf of Manulife Financial Corporation ( MFC ) and MFC 's indirect, wholly-owned subsidiaries, Manulife Asset Management (North America) Limited ( MAM (North America) ) and Manulife Asset Management (US) LLC ( MAM (US) ).

Item 2(b)

Address of Principal Business Office:

The principal business offices of MFC and MAM (North America) are located at 200 Bloor Street East, Toronto, Ontario, Canada, M4W 1E5.

The principal business office of MAM (US) is located at 101 Huntington Avenue, Boston, Massachusetts 02199.

Item 2(c)

Citizenship:

MFC and MAM (North America) are organized and exist under the laws of Canada.

MAM (US) is organized and exists under the laws of the State of Delaware.

Item 2(d)

Title of Class of Securities:

Common Stock

Item 2(e)

CUSIP Number:

084680107

Item 3

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

MFC:

(g)  (X)

a parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

MAM (North America):

(e)  (X)

an investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

MAM (US):

(e)  (X)

an investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item 4

Ownership:

(a) Amount Beneficially Owned: MAM (North America) has beneficial ownership of 11,308 shares of Common Stock and MAM (US) has beneficial ownership of 744,937 shares of Common Stock. Through its parent-subsidary relationship to MAM (North America) and MAM (US), MFC may be deemed to have beneficial ownership of these same shares.

(b)

Percent of Class: Of the 14,044,403 shares outstanding as of November 3, 2010, according to the issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2010, MAM (North America) held 0.08% and MAM (US) held 5.30%.

(c)

Number of shares as to which the person has:

(i)

sole power to vote or to direct the vote:

MAM (North America) and MAM (US) each has sole power to vote or to direct the voting of the shares of Common Stock beneficially owned by each of them.

(ii)

shared power to vote or to direct the vote: -0-

(iii)

sole power to dispose or to direct the disposition of:

MAM (North America) and MAM (US) each has sole power to dispose or to direct the disposition of the shares of Common Stock beneficially owned by each of them.

(iv)

shared power to dispose or to direct the disposition of: -0-

Item 5

Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6

Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7

Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

See Items 3 and 4 above.

Item 8

Identification and Classification of Members of the Group:

Not applicable.

Item 9

Notice of Dissolution of Group:

Not applicable.

Item 10

Certification:

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

PAGE 6 OF 8 PAGES

---

**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

**Manulife Financial Corporation**

Dated: February 10, 2011

By:	<u>/s/ Kenneth G. Pogrinn</u>
Name:	Kenneth G. Pogrinn
Title:	Attorney in Fact*

**Manulife Asset Management (North America) Limited**

Dated: February 10, 2011

By:	<u>/s/ Kenneth G. Pogrinn</u>
Name:	Kenneth G. Pogrinn
Title:	General Counsel and Secretary

**Manulife Asset Management (US) LLC**

Dated: February 10, 2011

By:	<u>/s/ William E. Corson</u>
Name:	William E. Corson
Title:	Vice President and Chief Compliance Officer

\* Signed pursuant to a Power of Attorney dated January 17, 2008 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on January 24, 2008.



**EXHIBIT A**

**JOINT FILING AGREEMENT**

Manulife Financial Corporation, Manulife Asset Management (North America) Limited and Manulife Asset Management (US) LLC agree that the Schedule 13G (Amendment No. 2) to which this Agreement is attached, relating to the Common Stock of Berkshire Hills Bancorp, Inc., is filed on behalf of each of them.

**Manulife Financial Corporation**

Dated: February 10, 2011

By:	<u>/s/ Kenneth G. Pogrín</u>
Name:	Kenneth G. Pogrín
Title:	Attorney in Fact*

**Manulife Asset Management (North America) Limited**

Dated: February 10, 2011

By:	<u>/s/ Kenneth G. Pogrín</u>
Name:	Kenneth G. Pogrín
Title:	General Counsel and Secretary

**Manulife Asset Management (US) LLC**

Dated: February 10, 2011

By:	<u>/s/ William E. Corson</u>
Name:	William E. Corson
Title:	Vice President and Chief Compliance Officer

\* Signed pursuant to a Power of Attorney dated January 17, 2008 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on January 24, 2008.



PAGE 8 OF 8 PAGES